

# MEMORANDUM

TC

Agenda Item No. 2(A)

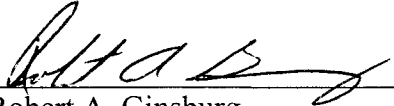
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**TO:** Honorable Chairperson Barbara Carey-Shuler, Ed.D. and Members, Board of County Commissioners      **DATE:** January 15, 2004

**FROM:** Robert A. Ginsburg  
County Attorney      **SUBJECT:** Resolution calling special election regarding the creation of the Miami-Dade County Aviation Authority

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The accompanying resolution was prepared and placed on the agenda at the request of Commissioner Jimmy L. Morales.

  
Robert A. Ginsburg  
County Attorney

RAG/bw

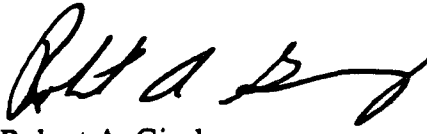


# MEMORANDUM

(Revised)

**TO:** Hon. Chairperson Barbara Carey-Shuler, Ed.D.  
and Members, Board of County Commissioners

**DATE:** February 3, 2004

**FROM:**   
Robert A. Ginsburg  
County Attorney

**SUBJECT:** Agenda Item No.

Please note any items checked.

- ☐ "4-Day Rule" ("3-Day Rule" for committees) applicable if raised
- ☐ 6 weeks required between first reading and public hearing
- ☐ 4 weeks notification to municipal officials required prior to public hearing
- ☐ Decreases revenues or increases expenditures without balancing budget
- ☐ Budget required
- ☐ Statement of fiscal impact required
- ☐ Bid waiver requiring County Manager's written recommendation
- ☐ Ordinance creating a new board requires detailed County Manager's report for public hearing
- ☐ Housekeeping item (no policy decision required)
- ☐ No committee review

Approved \_\_\_\_\_ Mayor  
Veto \_\_\_\_\_  
Override \_\_\_\_\_

Agenda Item No.

2-3-04

RESOLUTION NO. \_\_\_\_\_

RESOLUTION CALLING SPECIAL ELECTION IN MIAMI-DADE COUNTY, FLORIDA, TO BE HELD ON TUESDAY, AUGUST 31, 2004 FOR THE PURPOSE OF SUBMITTING TO THE ELECTORS OF MIAMI-DADE COUNTY THE QUESTION OF WHETHER THE BOARD OF COUNTY COMMISSIONERS SHALL BE REQUIRED TO ENACT AN ORDINANCE CREATING THE MIAMI-DADE COUNTY AVIATION AUTHORITY

**WHEREAS**, Exhibit A to this Resolution is a proposed ordinance that, if enacted, would create the Miami-Dade County Aviation Authority; and

**WHEREAS**, the Board wishes to call a special election in Miami-Dade County, Florida, to be held on Tuesday, August 31, 2004, for the purpose of submitting to the electors of Miami-Dade County the question of whether the Board shall be required to enact an ordinance substantially in accordance with Exhibit A to create the Miami-Dade County Aviation Authority,

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA:**

**Section 1.** The matters set forth above are hereby incorporated as a portion of this Resolution.

**Section 2.** A special election is hereby called and shall be held in Miami-Dade County, Florida, on Tuesday, August 31, 2004, for the purpose of submitting to the electors of Miami-Dade County the question of whether the Board of County Commissioners shall be required to enact an ordinance substantially in accordance with Exhibit A to create the Miami-Dade Aviation Authority.

**Section 3.** Notice of such special election shall be published in accordance with Section 100.342, Florida Statutes (2003).

**Section 4.** The result of such special election shall be determined by a majority of the qualified electors of the County voting upon the question. The polls at such special election shall be open from 7:00 a.m. until 7:00 p.m. on the day of such special election. All qualified electors residing within the County shall be entitled to vote at said special election. The County registration books shall remain open at the Office of the Miami-Dade County Supervisor of Elections until twenty-nine (29) days prior to the date of such special election, at which time the registration books will close in accordance with the provisions of the general election laws. Touch Screen Voting machines shall be used in such special election, and the following question shall appear on the ballot in substantially the following form:

**MIAMI-DADE COUNTY AVIATION AUTHORITY**

Shall the County Commission be required to enact an ordinance within 90 days that provides for the creation of a Miami-Dade County Aviation Authority, reflecting the diversity of Miami-Dade County, to provide for the operation, development, maintenance, and governance of the County's aviation system with County Commission oversight, substantially in accordance with the ordinance attached to Resolution # R-\_\_\_\_\_-04?

YES ☐

NO ☐

**Section 5.** Such question shall appear on the ballot as a separate question or proposal. Those qualified electors desiring to approve the question shall be instructed to vote "YES". Those qualified electors desiring to disapprove the question shall be instructed to vote "NO."

**Section 6.** Optical scan or touch screen systems may be used for absentee voting by qualified electors residing within Miami-Dade County for voting on this question at said election. The form of such absentee ballot shall be in accordance with the requirements prescribed by the general election laws, and shall have printed thereon the question, with proper place for voting either "YES" or "NO."

**Section 7.** A sample ballot showing the manner in which the question or proposal aforesaid will appear on the touch screen system at this election shall be published and provided in accordance with the applicable provisions of the general election laws.

**Section 8.** This election on the question or proposal aforesaid shall be held and conducted in accordance with applicable provisions of the general law relating to elections and the provisions of the Miami-Dade County Home Rule Charter. The County Manager, the Finance Director, the Supervisor of Elections and the Clerk of the County Commission are hereby authorized and directed to take all appropriate actions necessary to carry into effect and accomplish the provisions of this resolution. This special election shall be a nonpartisan election. Inspectors and clerks to serve as election officials in connection with this election shall be appointed in accordance with the provisions of the general election laws.

**Section 9.** This election shall be canvassed by the County Canvassing Board, in accordance with the provisions of Section 2.07 of the Home Rule Charter.

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The foregoing resolution was sponsored by Commissioner Jimmy L. Morales and offered by Commissioner \_\_\_\_\_, who moved its adoption. The motion was seconded by Commissioner \_\_\_\_\_ and upon being put to a vote, the vote was as follows:

Dr. Barbara Carey-Shuler, Chairperson	
Katy Sorenson, Vice-Chairperson	
Bruno A. Barreiro	Jose "Pepe" Diaz
Betty T. Ferguson	Sally A. Heyman
Joe A. Martinez	Jimmy L. Morales
Dennis C. Moss	Dorrin D. Rolle
Natacha Seijas	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 3<sup>rd</sup> day of February, 2004. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA  
BY ITS BOARD OF  
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: \_\_\_\_\_  
Deputy Clerk

Approved by County Attorney as  
to form and legal sufficiency.

RA6

Robert A. Ginsburg

Approved \_\_\_\_\_ Mayor  
Veto \_\_\_\_\_  
Override \_\_\_\_\_

ORDINANCE NO. \_\_\_\_\_

ORDINANCE CREATING THE MIAMI-DADE AVIATION AUTHORITY; PROVIDING FOR THE OPERATION, DEVELOPMENT, MAINTENANCE AND GOVERNANCE OF THE MIAMI-DADE COUNTY AIRPORT SYSTEM THROUGH SUCH AVIATION AUTHORITY; PROVIDING QUALIFICATIONS FOR AUTHORITY MEMBERS, APPOINTMENT AND TENURE, REMOVAL, AND ORGANIZATION OF THE AUTHORITY; SPECIFYING THE JURISDICTION AND POWERS OF THE AUTHORITY; PROVIDING FOR AUTHORITY NOMINATING COUNCIL; REPEALING ARTICLE XXXII OF THE CODE OF MIAMI-DADE COUNTY RELATING TO THE AVIATION DEPARTMENT; PROVIDING SEVERABILITY, INCLUSION IN THE CODE, AND AN EFFECTIVE DATE

**WHEREAS,** The Miami-Dade County (the "County") Home Rule Amendment in Section 11 of Article VIII of the Florida Constitution of 1885, as confirmed in Section 6 of Article VIII of the Florida Constitution of 1968, provides in Section 11(1)(e) that the County's Home Rule Charter "[m]ay provide a method for establishing ... governmental units in [Miami-Dade County from time to time and provide for their government and prescribe their jurisdiction and powers"; and

**WHEREAS,** Article 1.01(A)(2) of the Home Rule Charter provides that the Board of County Commissioners of Miami-Dade County shall have the power to "[p]rovide and operate air, water, rail, and bus terminals, port facilities, and public transportation systems[.]" and Article 1.01(A)(22) provides that the Board shall have the power to "[a]dopt such ordinances ... as may be required in the exercise of its powers..."; and

**WHEREAS,** the County's airport system presently consists of (i) Miami International Airport ("MIA"), (ii) four general aviation airports including, Opa-locka, Opa-locka West,

**Exhibit A**

Kendall-Tamiami Executive, and Homestead and (iii) a Training and Transition Airport in Miami-Dade and Collier counties, (collectively, the "Airport System"), and since 1973 has operated the Airport System through the County's Aviation Department under Article XXXII of the Code; and

**WHEREAS**, unlike most County assets, MIA and the other airports in the Airport System are public facilities that are not only self-sufficient but contribute billions of dollars to the economy, thereby improving the quality of life for all citizens of Miami-Dade County, and therefore, their continued vitality and growth are essential; and

**WHEREAS**, a business-like Airport System will increase competitiveness in terms of improved customer satisfaction and greater efficiency as the Airport System relies increasingly on business management practices proven to be most effective in a competitive environment; and

**WHEREAS**, this Board desires to create an Aviation Authority to maintain and govern the County's Airport System,

**NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA:**

**Section 1.**     **Findings.** The foregoing recitals and premises are hereby found to be true and correct and are incorporated herein as if set forth in full herein.

**Section 2.**     **Creation of an Aviation Authority.** There is hereby created and established as an agency and instrumentality of Miami-Dade County, Florida an Authority which shall be named and known as the Miami-Dade County Aviation Authority (the "Authority"). The Authority, through its voting members, shall be deemed to exercise a public and essential governmental function of both the State of Florida and the County. The Authority is an agency and instrumentality of Miami-Dade County. The Authority's existence and powers may be



modified by the Board of County Commissioners (the "Commission" or the "Board") as provided for herein.

**Section 3.**     **Purpose.** The Authority shall operate, maintain, develop and govern the Airport System and such other airports as may hereafter be added to the Airport System. The Authority may exercise all those powers specifically granted herein and those necessary in the exercise of those powers herein enumerated. The Authority is responsible for current and future planning requirements of the Airport System and shall develop a mission statement and plan for each airport including, but not limited to, the role of each airport in the region.

**Section 4.**     **The Airport System and Transfer of Property.**

(a)     *The Airport System.* The term Airport System shall mean: (1) Miami International Airport, the general aviation airports known as, Opa-locka, Opa-locka West, Kendall-Tamiami Executive, and Homestead and the Training and Transition Airport in Miami-Dade and Collier counties, all related facilities and real and personal property used in connection therewith either presently existing or which may come into existence in which Miami-Dade County has a legal interest, including, but not limited to, buildings, structures, appurtenances, machinery, equipment, and all other types of property and facilities related thereto; (2) any area of land or water, or easement or other interest therein under the control of Miami-Dade County which is used for the take-off, landing, taxiing, parking or storing of aircraft, or for the transportation by air of persons or things; and (3) any areas of land or water, and easements above, on or under the surface thereof, used for over-flight, for noise abatement or noise buffers, for clear zones, or for side transition zones.

(b)     *Transfer of Property.* Pursuant to the provisions of this Ordinance, the Authority shall have possession and operating control of all Airport System property and property interests, but not title to, the real property within the Airport System. Title to all items of personal

property within the Airport System shall be transferred to the Authority pursuant to the provisions of this Ordinance, provided however, that the Authority shall be empowered to use, sell or otherwise lawfully dispose of such personal property.

**Section 5.     Governing body.**

(a)     *Authority Members.* The Authority shall consist of seven (7) voting members, none of whom shall be employees of the Authority or of the County. Authority members shall be persons of integrity, responsibility and business ability, who are competent and knowledgeable in their respective fields. All Authority members shall be appointed through the nominating process established and provided for herein. The Authority shall organize after the members thereof have been appointed to serve. No vacancy in the Authority membership shall impair the right of the Authority to exercise its duties and responsibilities. On the effective date of his or her appointment, or as soon thereafter as practicable, each member of the Authority shall enter upon his or her duties, but before doing so, shall take an oath to faithfully perform the duties of the office. The Authority members shall be appointed as follows:

- (1)     Four (4) appointments by the Commission;
- (2)     One (1) appointment by the Commission Chairperson;
- (3)     One (1) appointment by the Mayor of Miami-Dade County;
- (4)     One (1) appointment by the Governor of the State of Florida.

(b)     *Eligibility and Qualifications of Authority Members.* (1) Each voting member of the Authority shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, and shall possess an outstanding reputation for integrity, responsibility, and commitment to serving the community prior to and during his or her term in office. Authority members shall have expertise and/or experience in relevant fields such as aviation,

business, law, economics, finance, construction, public affairs, labor and employee relations. The Authority should reflect a broad cross-section of constituent groups and the diversity of Miami-Dade County. Authority members shall refrain from any business relationship with the Authority or the Airport System directly, indirectly or on behalf of any other person or business during his or her term of office and for three (3) years after his or her term expires. No person who has served as a member of the Authority shall, for a period of three (3) years after his or her Authority membership has ceased, lobby, as defined herein and by the Conflict of Interest Ordinance, any Authority member, Authority Nominating Council member, County officer or employee, or Authority employee regarding matters in which the Authority or the Airport System is a party or has any interest, whether direct or indirect. The members of the Authority shall also be free of conflicts of interest that could detract from objective decision-making in the best interest of the Airport System and all citizens of the County. No person shall be eligible to serve as an Authority member who has within three (3) years prior to his or her application for appointment, served as a lobbyist before the Commission or the Authority. Lobbyist, as defined in Section 2-11.1 of the Code and modified herein for purposes of Section 5 herein means all persons, firms, or corporations employed or retained by two or more different principals within a calendar year immediately preceding submittal of an application to serve on the Authority or within a calendar year immediately preceding appointment to the Nominating Council who seek to encourage the passage, defeat, or modification of (1) ordinance, resolution, action or decision of the County Commission or the Authority; (2) any action, decision, recommendation of the County Manager, the Authority Director, or any County board or committee or any Authority committee; or (3) any action, decision or recommendation of Authority or County personnel during the time period of the entire decision-making process on such action, decision or recommendation which foreseeably will be heard or reviewed by the County Commission,

Authority, or County board or committee or Authority committee. Members of the Authority shall serve without compensation but shall be entitled to reimbursement for necessary expenses as determined by the Authority in accordance with applicable laws. Authority members shall comply with County and State of Florida financial disclosure requirements.

(c) *Term of Office.* Authority members shall serve staggered terms of four (4) years each. Notwithstanding any other provision of this Code, no member shall be permitted to serve more than two (2) consecutive and complete terms of four (4) years each. With respect to the original Authority member appointments, the Commission Chairperson's, the Mayor's and the Governor's appointees shall each serve an initial term of four (4) years; two (2) of the Commission's appointees shall each serve an initial term of (2) years and two (2) of the Commission's appointees shall each serve an initial term of three (3) years.

(d) *Removal from office.* Notwithstanding any other provision of this Code, an Authority member may be removed by a two-thirds (2/3) vote of the Commission membership for misfeasance, malfeasance, or nonfeasance. Notwithstanding any other provision of the Code, an Authority member's unexcused absence from three (3) consecutive regularly scheduled Authority meetings may also serve as grounds for removal by the Commission as shall be set forth in the Authority's bylaws.

(e) *Vacancies on the Authority.* Vacancies on the Authority shall be filled in the same manner by which the original Authority members were appointed except that for each vacancy, the Nominating Council as defined herein shall submit three (3) names per vacancy. When a vacancy exists, the Authority Director or his or her designee shall notify the Chairperson of the Nominating Council. Such notice shall inform the Nominating Council of the vacancy, and request the convening of the Nominating Council. Vacancies shall be filled within ninety (90) days of the said notice.

**Section 6.      Organization of the Authority.**

(a) *Officers.* The Authority shall organize itself after the members thereof have qualified to serve and shall each year elect one (1) of its members as chairperson and one (1) of its members as vice-chairperson and such other officers as the Authority may determine to be necessary.

(b) *Bylaws.* The Authority shall make, adopt and amend by-laws, rules and regulations for its own governance and for the operation, governance and maintenance of the Airport System.

(c) *Meetings.* The Authority shall hold regular meetings in accordance with the Authority's bylaws and may hold such other meetings, as it deems necessary. Minutes shall be kept of all meetings of the Authority and all meetings shall be duly noticed to the public.

(d) *Quorum.* Notwithstanding any other provision of the Code, four (4) Authority members present shall constitute a quorum and shall be necessary for any action taken by the Authority. No vacancy in the membership of the Authority shall impair the right of a quorum to exercise the right to perform all the duties of the Authority.

(e) *Applicability of Conflict of Interest and Code of Ethics Ordinance and the investigatory powers of the Inspector General.* The Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Section 2-11.1 of the Code of Miami-Dade County, Florida, as amended, shall be applicable to the members of the Authority, the Authority Nominating Council, and Authority employees and shall set minimum standards to be followed except that (a) with respect to the Cone of Silence provision, the Cone of Silence shall be imposed after the RFP, RFQ or bid is authorized for advertisement by the Authority, pursuant to Authority contracting and procurement procedures and (b) with respect to the definition of lobbyist as modified herein. The Authority may exceed the standards established by the Conflict of Interest

and Code of Ethics Ordinance. The Authority and its actions shall be subject to the investigatory powers of the Inspector General provided in Section 2-1076 of this Code as amended.

(f) *Sunshine and Public Records Laws.* Except as provided by law, all meetings of the Authority and the Nominating Council shall be open to the public and audio recorded, and written minutes of the proceedings thereof shall be maintained by the Authority. All members of the Authority and the Nominating Council shall be subject to the provisions of Section 286.011, Florida Statutes, the “Sunshine Law”, as amended. All books and records of the Authority and the Nominating Council shall be open to the public in the manner provided in Chapter 119, Florida Statutes, the “Public Records Act”, as amended.

(g) *Restrictions on Governor, Authority, Mayor, Board, Manager and Nominating Council.* Except as specifically provided herein, neither the Governor, Mayor, nor County Manager or any member of the Commission, Authority or Nominating Council shall direct or request the appointment of any person to, or his or her removal from employment by the Authority Director or any of the Director's subordinates, or take part in the appointment or removal of employees of the Authority. The Governor, Mayor, County Manager and members of the Commission, members of the Authority, and Authority Nominating Council members shall deal with the administrative service of the Authority solely through the Director. Neither the Governor, Mayor, nor County Manager or any member of the Commission, members of the Authority, or Authority Nominating Council members shall give orders to any subordinates of the Director, either publicly or privately, except as specifically provided by law.

**Section 7.     Nominating Council.**

(a) *Nominating Council Members.* The Miami-Dade Aviation Authority Nominating Council (“Nominating Council”), shall be comprised of one (1) representative from each of the following twelve (12) organizations: the Greater Miami Chamber of Commerce, Inc., The

Miami-Dade Chamber of Commerce, Inc., the Latin Chamber of the United States ("CAMACOL"), The Black Business Association, Inc., the League of Women Voters of Dade County, Inc., Greater Miami Convention and Visitors Bureau, Inc., The Beacon Council, Greater Miami Aviation Association, Inc., Miami Business Forum, Inc., the World Trade Center Miami, Inc., Miami-Dade County League of Cities and the South Florida AFL-CIO. If one of the organizations named in this section ceases to exist, the Authority shall select a successor organization that is representative of the community.

(b) *Organization of the Nominating Council.* The Nominating Council shall organize itself after the members thereof have been appointed by their respective organizations and shall each year elect one (1) of its members as chairperson and one (1) of its members as vice-chairperson. No vacancy in the Nominating Council membership or of an organization named above shall impair the right of the Nominating Council to exercise its duties and responsibilities.

(c) *Eligibility of the Nominating Council.* A member of the Nominating Council shall not be eligible to serve on the Authority, and a member of the Authority shall not be eligible to serve on the Nominating Council. Nominating Council members shall also refrain from any business relationship with the Authority directly, indirectly or on behalf of any other person or business during his or her membership on the Nominating Council and for two (2) years after his or her Nominating Council membership has ceased. No person who has served as a Nominating Council member shall, for a period of two (2) years after his or her membership on the Nominating Council has ceased, lobby, as defined by the Conflict of Interest Ordinance, any Authority member, Nominating Council member, County officer or employee, or Authority employee in connection with any matter in which the Authority or the Airport System is a party or has any interest, whether direct or indirect. Each member of the Nominating Council shall be a United States citizen and a permanent resident and duly qualified elector of the County and shall

possess an outstanding reputation of integrity, responsibility, and commitment to serving the community during and prior to his or her term in office. Members of the Nominating Council shall serve without compensation but shall be entitled to reimbursement for necessary expenses. Nominating Council members shall comply with State of Florida and County financial disclosure requirements.

(d) *Nominating Council Quorum.* A majority of the Nominating Council members duly appointed shall constitute a quorum, provided that at least one-half (1/2) of the full Nominating Council membership has been designated by their respective organizations. The Authority Director and the County Attorney shall provide appropriate staff support to the Nominating Council.

(e) *Nominating Council Recommendation Process.* The sole function of the Nominating Council shall be to solicit, screen, interview and recommend for appointment the best candidates for each vacancy on the Authority in accordance with the eligibility criteria described herein. The initial appointments by the Commission, Commission Chairperson, Mayor and Governor shall be made from a slate of twenty-one (21) candidates recommended by the Nominating Council who meet the eligibility criteria described herein. The Commission, Commission Chairperson, Mayor and Governor shall each receive the initial slate of twenty-one (21) candidates within 120 days from the effective date of this ordinance. The Commission shall appoint the first four (4) Authority members within thirty (30) days or two (2) consecutive Commission meetings following receipt of the slate from the Nominating Council, whichever is earlier. Thereafter, the Commission Chairperson, the Mayor, and the Governor, in that order, shall each appoint one Authority member within a thirty (30) day period as follows: within ten (10) days after the expiration of the Commission's thirty (30) day appointment period, the Commission Chairperson shall make his or her appointment; within ten (10) days after the



expiration of the Commission Chairperson's ten (10) day appointment period, the Mayor shall make his or her appointment; and within ten (10) days after the expiration of the Mayor's ten (10) day appointment period, the Governor shall make his or her appointment within ten (10) days. Names of appointees shall be forwarded to the Chairperson of the Nominating Council or his or her designee. Neither the Commission, Commission Chairperson, Mayor nor Governor, shall have the right to reject the slate of recommended candidates.

(f) *Authority Vacancies.* Vacancies on the Authority shall be filled by the nominating process described herein except that, the Nominating Council shall submit a slate of three (3) names for each vacancy.

**Section 8.** **Powers and Duties of the Authority.** In connection with its responsibilities for the operation, maintenance, development and governance of the airport system, the Authority, acting through its governing body, shall be authorized to exercise such powers and shall be required to perform such duties as are hereinafter provided.

*Power to Act.*

(A) The Authority shall be empowered to sue and be sued, to provide for the settlement of claims made by or against the Authority, to plead and be impleaded, and to have an official seal. Such powers shall not be construed in any way to affect laws relating to governmental immunity.

(B) The Authority shall have the power to operate, develop, and maintain the County's Airport System as it is currently configured and as the Airport System may be added to or reduced. Except as reserved to the Commission, the Authority shall exercise all the proprietary, regulatory and statutory powers of the County relating to the Airport System and aviation matters under Section 125.011 through Section 125.019, Florida Statutes, inclusive, as amended (the "Act"), and any other proprietary, regulatory and statutory powers by which the County is empowered to operate, develop, maintain and govern the County Airport System. This paragraph shall be deemed to be action taken by the Commission to create an airport authority to exercise the aviation related powers granted to the Commission pursuant to

Section 125.014 of the Act. The Commission may by amendment to this Ordinance from time to time reserve to itself any of the powers granted under the Act pursuant to the provisions of this Ordinance.

(C) Except as otherwise provided for herein, whenever a prior ordinance or resolution of the Commission requires or provides that the Commission or the County shall or may take certain action on behalf of the Airport System, the Authority shall be authorized to take such action in the Commission's or the County's name and the Authority shall thereupon assume the benefits and obligations of such action.

(D) In connection with the forgoing, and not by limitation thereof, the Authority shall have the following powers:

*Contracts and Procurement.*

- (1) As an agency and instrumentality of Miami-Dade County, Florida, the Authority shall assume all responsibility for and shall act on behalf of Miami-Dade County in the performance, amendment, enforcement, negotiation, and execution of (a) all contracts pertaining to the Authority and the Airport System and existing on the effective date of this Ordinance, and (b) such contracts as are properly within the powers and duties of the Authority, including, without limitation, agreements, leases, permits, memoranda of understanding, trust agreements, and joint participation agreements.
- (2) It is specifically provided that contracts and amendments thereto properly executed by the Authority, or other obligations incurred by the Authority, shall be binding upon the County as provided for in Section 18 herein.
- (3) The Authority may enter into contracts with federal, state and local governmental entities as well as private parties, companies and joint ventures.
- (4) The Authority shall have the power to enter into contracts with tenants or other users of the Airport System or providers of service in connection with the Airport System which may include agreements to design or construct any Airport System project or improvement, extension, or enlargement thereof, on such terms and conditions as the Authority shall determine.

- (5) The Authority shall comply with the formal bid requirements of Section 4.03(D) of The Home Rule Charter of Miami-Dade County and for such purpose the term "Board," "Board of County Commissioners" or "County" therein shall be construed to be the "Authority" and the term "Manager" therein shall be construed to be the "Director" hereunder.
- (6) The Authority shall develop contract and procurement policies and procedures based on competitive considerations for, including but not limited to, construction contracts, the procurement of goods or services, including professional services, and airport concessions and materials. The Authority shall also implement such policies and procedures. Said policies and procedures shall include, but shall not be limited to, bidding and bid protest procedures, the prohibition of Authority members from serving on selection and negotiation committees for the procurement of goods or services, and the establishment of a threshold dollar amount below which the Authority Director may award certain contracts without Authority approval. The Authority shall comply with all federal regulations pertaining to Disadvantaged Business Enterprise ("DBE") programs. The Authority shall establish procedures for the implementation of the County's programs relating to women, community small business, minority and community workforce participation; establish contract measures for applicable Airport System procurement; and report to the Commission at least annually on the level of DBE, women, community small business, minority and community workforce participation achieved in Airport System contracts. The Authority shall also adopt women, small business, minority and community workforce participation goals established by the Commission, shall apply such goals in accordance with the Authority's procurement procedures and shall report implementation of such goals to the Commission at least annually. Notwithstanding and prevailing over any provision of the Code to the contrary, to the extent the contracting and procurement systems and processes adopted by the Authority are inconsistent with or in conflict with provisions of the Code, the Authority shall be governed by its adopted contracting and procurement policies and procedures.

- (7) *Police and Fire.* The Authority shall contract with the County for police and fire services and shall determine the scope of services.
- (8) Except as expressly provided herein, no services provided by County employees as of the effective date of this ordinance shall be subsequently provided by a private entity unless specifically authorized by the County Commission.
- (9) *Legal services.* The County Attorney shall provide legal services to the Authority, and the Authority may employ special counsel for specific needs. Legal opinions of the County Attorney pertaining to this Ordinance and the Authority shall be binding on the Authority.
- (10) *Aviation Director.*

(A) The Authority shall have the power to appoint, fix the compensation of, and discharge the Aviation Director.

(B) The Director shall be head of the administrative branch of the Authority. The Authority shall be structured so as to separate the policy role of Authority members from the professional responsibilities of the Director and his or her staff and agents. The Director, under the supervision of the Authority, shall be responsible for the operation, management, maintenance, development, administration and promotion of all activities with which the Authority is charged under this ordinance, together with such other duties as may be prescribed by the Authority, and such powers as are incident to the performance of his or her duties. The Director shall carry out the policies adopted by the Authority. The Authority shall have the power to delegate to its Director the powers and duties of the Authority set forth herein and in statutes, laws, regulations and Miami-Dade County's Code, as determined by the Authority from time to time. The Director shall have the power to employ, suspend and remove agents and employees of the Authority, and fix their compensation.

(C) The Director, or such persons as the Authority shall designate, shall execute contracts and other instruments, sign bonds and other evidence of indebtedness, and accept service of process.

- (11) *Personnel.*

(A) The Authority shall establish and implement personnel and management policies and procedures.

(B) The Authority shall have the right to enter into agreements that establish the rights and obligations of the Authority with any labor union or other organization representing employees in accordance with federal and state law.

(C) The Authority shall provide for existing Aviation Department employees as follows:

- (1) Retain all current County Aviation Department employees employed as of the effective date of this Ordinance, with current salaries, wages, benefits and protections. Persons hired after the effective date of this Ordinance shall be Authority employees. Retention rights shall not apply to persons hired after the effective date of this Ordinance;
- (2) Continue participation in a "career service system" modeled on the County system to the extent possible in accordance with the terms of the applicable collective bargaining agreements and County Personnel Rules;
- (3) Recognize existing public employee unions and collective bargaining agreements to the extent permitted by Chapter 447, Florida Statutes, as amended;
- (4) Continue the participation of existing Aviation Department employees of the County in either the State of Florida and County Officers and Employees Retirement System or the Florida Retirement System and permit participation by said existing Aviation Department employees in any other retirement system provided for the benefit of employees of the Authority hired after the effective date of this Ordinance to the extent permitted by law;
- (5) Establish a six-month window within which an Aviation Department employee may elect to be an Authority employee within the Airport System or may exercise his or her classified service employment rights in accordance with the County's Layoff Procedures Manual. The Authority shall not establish the six (6) month window described herein for at least one (1) year after appointment of the initial Authority Board. An Authority employee

who has exhausted his or her classified service rights or does not have classified service rights shall be eligible for County Pipeline Committee consideration in accordance with County policies and procedures during the six (6) month window described herein;

- (6) Any employee of the County Aviation Department on the effective date of this Ordinance, who is either in a classified service position at the time he or she elects to be an Authority employee, or has previously held employment in a classified service position, shall retain his or her County retention rights after becoming an Authority employee in accordance with the County's Layoff Procedures Manual and applicable collective bargaining agreements;
- (7) Authority employees shall be eligible to apply for County employment vacancies normally available only to County employees and County employees shall be eligible to apply for Authority employee vacancies designated for Authority employees only in accordance with County and Authority policies and procedures;
- (8) County Aviation Department employees who have classified service employee retention rights ("bumping rights") in their current employment positions as of the effective date of this Ordinance, and who elect to be Authority employees shall retain their bumping rights after said election and may bump Ordinance into County employment positions in accordance with the County's Layoff Procedures Manual and applicable collective bargaining agreements; and
- (9) In the event of a reduction in the workforce at an airport within the Airport System, a County Aviation Department employee employed as of the effective date of this Ordinance who elected to be an Authority employee and who has exhausted his or her classified service rights or does not have classified service rights shall be eligible for County Pipeline Committee consideration in accordance with County policies and procedures.

- (12) *Security and Operations.* The Authority shall have power to adopt rules and regulations applicable to security, use and operation of the Airport System and any facility connected therewith.
- (13) *Property.* The Authority shall have the power to purchase or otherwise obtain title in its own name to personal property and shall be authorized to sell or otherwise lawfully dispose of personal property. The Authority shall, subject to prior approval of the County Commission be authorized to purchase real property, the title to which shall be vested in Miami-Dade County and the possession, operating control and improvements thereon shall be governed and managed by the Authority pursuant to this Ordinance.

Absent Commission approval, the Authority shall not sell, convey, mortgage, or otherwise impair or encumber the title of real property except that the Authority is authorized to lease real property either as lessee or lessor for any number of years and upon terms and conditions permitted by law. The leasing of any real property by the Authority as lessor or lessee shall be in accordance with the requirements of Section 125.35, Florida Statutes, and applicable provisions of Chapter 332, Florida Statutes, as such sections may be amended, as well as in accordance with any other provision of Florida law relating to the leasing of County property. The Authority may sell, destroy, replace, or abandon real property provided such act is provided for in the Commission-approved Capital Improvement Program ("CIP") and applicable laws and rules. The Authority shall be authorized to maintain and repair Airport System properties and may alter, modify, or make additions to Airport System properties whenever such changes are necessary for the proper operation, maintenance and development of the Airport System. The Authority shall establish policies and procedures for maintaining records and inventory of real and personal property and equipment including, but not limited to, asset control and property improvements. In the event this Ordinance is repealed, all property, real or personal, shall immediately become the property of Miami-Dade County and all property previously transferred to the Authority shall revert to Miami-Dade County.

*Finances.*

- (14) The Authority shall be responsible for the finances of the Airport System and shall approve the Authority's budgets.
- (15) Subject to the requirements of the Trust Agreement (hereinafter defined), the Authority shall establish appropriate bank accounts for the deposit of revenues of the Airport System, and to pay Airport System expenses and obligations in the name of the Authority from such accounts, and to comply with laws and regulations pertaining to the Airport System's finances including, but not limited to, laws relating to the receipt and expenditure of revenues of the Airport System and keeping of records and inventories.
- (16) *Rates and Charges.* The Authority shall establish and impose user fees, rates and charges for the use of all facilities and services provided by the Airport System, such rates and charges to be reasonable, not unjustly discriminatory and pursuant to federal and state law and the Trust Agreement.
- (17) The Authority shall succeed to and exercise all powers vested in, and succeed to and perform all functions and duties imposed upon the County under the provisions of the Amended and Restated Trust Agreement dated as of December 15, 2002, (which amends and restates the Trust Agreement dated as of October 1, 1954) between the County and J P Morgan Chase Bank as Trustee and the Wachovia Bank, National Association as Co-Trustee, securing Miami-Dade County, Florida Aviation Revenue Bonds, all as amended from time to time and any successor trust agreement ("Trust Agreement"). This Ordinance shall be deemed a transfer of the operation, maintenance, development and governance of the Port Authority Properties (as defined in the Trust Agreement) in accordance with Section 1301(ii) of the Trust Agreement.
- (18) *Bonds.* The Authority may issue in its name airport revenue and airport revenue refunding bonds and, to the extent permitted by the Trust Agreement, pledge the revenues arising from the operation of the Airport System to (a) the payment of the cost of operation, maintenance, repair, improvement, extension, or enlargement of the Airport System from the operation of which such revenue are received and (b) to the payment of principal and interest on bonds issued in connection with any such Airport



System project. Notwithstanding any provision of the Code to the contrary, the Authority may establish policies and procedures for the issuance of airport revenue and airport revenue refunding bonds.

- (19) The Authority may borrow money and issue notes for the Airport System for which bonds may be issued under the provisions of Section. 125.013, Florida Statutes and other applicable laws as amended, and to refund the same; to issue notes in anticipation of the receipt of the proceeds from the sale of any such bonds; and to secure an advance of credit for any such purpose or purposes under a credit agreement or other agreement and enter into hedge agreements and other debt management arrangements, all to the extent permitted by law or the Trust Agreement. The Authority may establish, limit, and control the use of the Airport System as may be deemed necessary to ensure its proper operation; prescribe rules and regulations relating to the use of the Airport System or any portion thereof; and impose penalties and sanctions to ensure compliance with such rules and regulations and the proper performance of duties and obligations.
- (20) *Grants.* The Authority may receive and accept, from any federal or state agency, grants for or in aid of the construction, improvement, or operation of the Airport System and to receive and accept contributions from any source of money, property, labor or other things of value.
- (21) *Airport System Operations.* The Authority shall not apply for Part 139 air carrier airport status for any airport within the airport system without Commission approval.

**Section 9.**     **Airport Master Plan and CIP.** The Airport System's Master Plan(s) ("Master Plan"), where applicable, the CIP, and updates thereto shall be approved by the Commission. Master Plan updates shall be presented to the Commission for approval every five (5) years or as required by the Federal Aviation Administration.

**Section 10.**     **Transfer of Powers and Functions; Accounting System.** All proprietary, regulatory and statutory powers and duties relating to the Airport System and vested in the County are hereby transferred to the Authority, except as may be specifically provided herein, and all funds, accounts, books, records, papers, lawsuits, and matters relating to the

Airport System are hereby transferred to the Authority. The Authority is authorized to acquire all necessary consents and approvals regarding the matters authorized in this Ordinance from federal and state agencies having jurisdiction over the Airport System or any portion thereof.

**Section 11.**    **Applications of Code Provisions.** Wherever in this Section compliance with a Code provision or Ordinance is required, reference in the Code to "Miami-Dade County," or one of its agencies or instrumentalities, or the "Board of County Commissioners," shall be deemed and construed to be a reference, as applicable, to the Authority; wherever in the Code reference is made to the "Commissioners," that reference shall be deemed and construed to be a reference to the members of the Authority, the members of the Authority Nominating Council as applicable, and to officers appointed by the Authority, if any, as applicable; wherever in the Code reference is made to the "County Manager" or his or her staff, that reference shall be deemed and construed to be a reference to the Director or Authority employees; wherever in the Code reference is made to employees, that reference shall be deemed and construed to also be a reference to Authority employees or County employees under the supervision of the Authority; and wherever in the Code reference is made to the "Clerk of the Board of County Commissioners", that reference shall be deemed and construed to be a reference to the Secretary or Clerk of the Authority.

**Section 12.**    **Reservation of Sovereign Powers: Taxation, Eminent Domain, and Zoning.** The Board specifically reserves the exclusive power to enact laws and provide policies applicable to any aspect of the Airport System regarding the imposition of ad valorem taxes, eminent domain and zoning.

**Section 13.**    **Annual Reporting.** The Authority shall report to the Commission annually within 120 days subsequent to the end of the County's fiscal year. Said report shall include, but shall not be limited to, information pertaining to the Airport System's CIP, DBE

participation and implementation of the County's women, small business, minority and community workforce participation goals and programs.

**Section 14. Audits.**

(a) The County's Internal Auditor and the Office of the Commission Auditor shall at all times have the right to audit all records of the Authority, and the external auditor of the County, at the direction of the Commission, shall be empowered to audit all records of the Authority. The Authority shall make an annual financial report and an audited accounting to the County for all receipts and disbursements of money during each fiscal year, which accounting shall be submitted to the Commission no later than 180 days subsequent to the close of such fiscal year.

(b) The State Auditor General shall at all times have the right to audit all records of the Authority.

**Section 15. Repeals.** Article XXXII of the Code entitled "Aviation Department" and consisting of Sections 2-278 through 2-286.1, is hereby repealed in its entirety. All provisions of the Code, all Administrative Orders and all policies of the Commission specifically applicable to the Airport System are hereby amended to exclude the Authority therefrom, except as specifically provided otherwise herein.

**Section 16. Assignment of Documents.** The County Manager is authorized to execute all documents, including assignments of existing contracts to the Authority, and to take all steps that may be deemed necessary or advisable to accomplish the purpose and intent of this Ordinance.

**Section 17. Inapplicable Provisions.** The power to issue general obligation bonds contained in Section 125.013, Florida Statutes, shall not be exercised by the Authority. The provisions of Section 125.0167, Florida Statutes, shall have no application to the Authority.

**Section 18.**    **Liability for Authority Contracts.** In the event that the Authority shall be abolished or the County resumes control over the Airport System for any reason, contracts, commitments and bonds entered into, executed by, or issued by the Authority shall be binding on the County to the extent (a) the contracts, commitments, and bonds were binding on the Authority and (b) if revenues are required to discharge the duties or obligations under the contracts, commitments, and bonds, revenues from the Airport System are available for such purpose.

**Section 19.**    **Transition Plan.** Within 120 days of the effective date of this Ordinance, the County Manager, in collaboration with the Aviation Director, shall develop a transition plan. Said transition plan shall be implemented and the powers, duties and obligations delegated herein by the Commission to the Authority transferred within one (1) year of the effective date of this Ordinance. The Authority once constituted shall be vested with those powers granted by this Ordinance and shall work collaboratively with the County Manager and the existing Aviation Director during the transition.

**Section 20.**    **Severability.** If any section, subsection, sentence, clause or provision of this Ordinance is held invalid, the remainder of this Ordinance shall not be affected by such invalidity.

**Section 21.**    **Amendments.** This Ordinance may be amended or repealed by a two-thirds (2/3) vote of the Commission membership.

**Section 22.**    **No Sunset.** It is the intention of the Board that this Ordinance not be subject to any sunset provision.

**Section 23.**    **Inclusion in Code.** It is the intention of the Board, and it is hereby ordained that the provisions of this Ordinance shall become and be made a part of the Code of Miami-Dade County, Florida. The sections of this Ordinance may be renumbered or relettered to

accomplish such intention, and the word "Ordinance" may be changed to "section," "article," or other appropriate word.

**Section 24.**    **Effective Date.** This Ordinance shall become effective ten (10) days after the date of enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

PASSED AND ADOPTED:

Approved by County Attorney as  
to form and legal sufficiency:

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Prepared by:

\_\_\_\_\_

Abigail Price-Williams